

HELM FINANCIAL CORPORATION

RECEIVED
SURFACE TRANSPORTATION
BOARD
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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SEP 5 8 34 AM '97

RECORDATION NO. 16258-13 FILED

SEP 5 '97 8-34 AM

VIA AIR COURIER

August 29, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Lease of Railroad Equipment dated as of July 10, 1997 by Helm Financial Corporation ("Lease Termination").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Montana Rail Link
101 International Way
Missoula, MT 59802

Equipment: Forty-six (46) open top hopper railcars as more fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filings: Lease of Railroad Equipment dated as of March 15, 1989 filed on March 30, 1989 at 10:55 a.m. under Recordation No. 16258;

Amendment thereto dated as of March 15, 1989 filed on May 1, 1989 at 11:15 a.m. under Recordation No. 16258-A.

Please file the Lease Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,



Patrick Hapin
Document Administrator

/ph
Enclosures (2)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

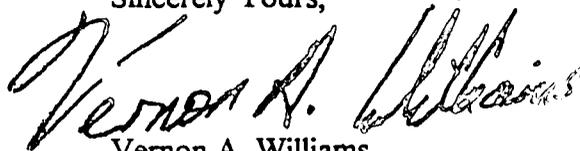
Patrick Hapin
Document Administrator
Walu Financial Corporaion
One Embarcadero Center
San Francisco, CA., 94111

DATE: 9/5/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 9/5/97 at 8:34AM, and
assigned recordation number(s).
16258-B, 16435-A, 16525-A, 17394-A, 17455-A, 17579-A
17698-A and 19873-A.

Sincerely Yours,

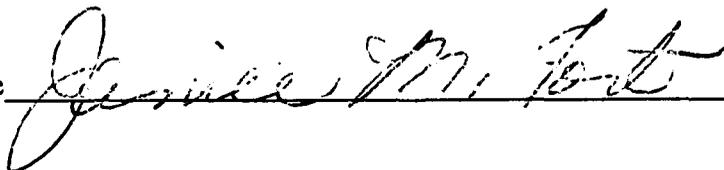


Vernon A. Williams
Secretary

Enclosure(s)

\$ 192.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



TERMINATION OF LEASE SEP 5 '97 8-34 AM

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of July 10, 1997 by HELM LOCOMOTIVE LEASING CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor, as assignee of Helm Locomotive Leasing, a Michigan joint venture, entered into the Lease of Railroad Equipment dated as of March 15, 1989, as amended ("Lease"), with Montana Rail Link, a Montana corporation, with respect to the forty-six (46) open top hopper railcars described in Schedule A attached hereto. The Lease and Amendment dated as of March 15, 1989 ("Amendment") thereto are on file at the Surface Transportation Board ("STB") of the Department of Transportation (f.k.a. the Interstate Commerce Commission) under STB Recordation No. 16258 filed on March 30, 1989 at 10:55 a.m. and under STB Recordation No. 16258-A filed on May 1, 1989 at 11:15 a.m., respectively.

The Lease and Amendment were terminated on March 31, 1992. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM LOCOMOTIVE LEASING CORPORATION

By: *John F. Dains*

Print Name: John F. Dains

Title: Senior Vice President & CFO

PL

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

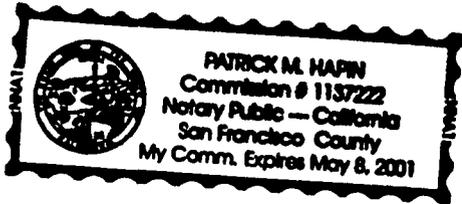
On August 29, 1997, before me, Patrick M. Hapin - Notary Public
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of HELM LOCOMOTIVE LEASING CORPORATION,

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Patrick M. Hapin
SIGNATURE OF THE NOTARY



PS

SCHEDULE A

Description of the Units:

Forty-six (46), 100-ton, 2,220 cubic foot, open top hopper railcars.

Unit Numbers:

MRL 110001-110018, 110021-110047.

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